

MAY 13 13 -11 35 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Via Fed Ex Overnight

May 10, 2013

Tel 847.318.7575

Fax 847.318.7588

www.firstunionrail.com

Chief, Section of Administration

Office of Proceedings

Surface Transportation Board

395 E St, S W, Suite 100

Washington, DC 20423-0001

Re: Memorandum of Lease Termination

Dear Section Chief

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Termination dated May 7, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Memorandum of Lease Agreement which was duly filed with the Surface Transportation Board on July 8, 1998 at 1:27 p.m. under Recordation Number 21494

The names and addresses of the parties to the enclosed document are:

Lessor First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company, f/k/a/
Burlington Northern Santa Fe Railroad Company
2650 Lou Menk Drive
Fort Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for one hundred forty-five (145) hopper cars having FURX, RUSX, TGOX, UMP, XTRX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows Memorandum of Lease Termination

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne

Senior Documentation Specialist

Enclosures

(BNSF009/010)

MAY 13 '13 -11 35 AM

MEMORANDUM OF LEASE TERMINATION

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE TERMINATION (the "Memorandum") dated as of May 7, 2013 is made by First Union Rail Corporation (the "Lessor"), a North Carolina corporation, and pertains to that certain Lease Agreement dated as of July 1, 1995 (the "Lease"), between Lessor and Burlington Northern Santa Fe Railroad Company (the "Lessee"), a Delaware corporation.

W I T N E S S E T H:

WHEREAS, Lessor and Lessee entered into the Lease whereby Lessor has agreed to lease to Lessee certain railcars (the "Equipment") as more particularly described in on Exhibit A attached hereto, and,

WHEREAS, Lessor and Lessee entered into certain Memorandum of Lease, evidencing the above-described Lease of such Equipment, which was filed at the Surface Transportation Board on July 8, 1998 with primary recordation number 21494.

WHEREAS, certain Equipment has been released and is no longer covered under the Lease; and,

NOW, THEREFORE, the Lessor desires to clarify the public record state as follows

1. This Notice serves as notice that the Equipment listed on the attached Exhibit A as evidenced by the Memorandum of Lease filed with the Surface Transportation Board has been terminated in all respects.
2. All of the interests of the Lessee, its successors and assigns, in the Equipment listed on Exhibit A arising pursuant to the Lease have been terminated.
3. Lessor wishes to record this Notice of Termination of Lease and Termination of Memorandum of Lease so as to release the lien with respect to the Equipment.

IN WITNESS WHEREOF, the party hereto has caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written (and the undersigned declares under penalty of perjury that he or she holds the title indicated below and that the execution of this Memorandum was the free act and deed of its corporation)

LESSOR:

FIRST UNION RAIL CORPORATION

Name: Rick Grossman

Title: Vice President, Equipment

Signature: 

**EXHIBIT A
TO
MEMORANDUM OF LEASE TERMINATION**

NUMBER OF CARS. up to One Hundred Forty-Five (145)

DESCRIPTION OF CARS. Hopper Rail Cars

CAR NUMBERS.

FURX	827500
FURX	827510
FURX	827590
FURX	829207
RUSX	800378
RUSX	800380
RUSX	800381
RUSX	800383
RUSX	800384
RUSX	800387
RUSX	800396
RUSX	800397
RUSX	800401
RUSX	800403
RUSX	800405
RUSX	800407
RUSX	800410
RUSX	800413
RUSX	800414
RUSX	800417
RUSX	800420
RUSX	800422
RUSX	800423
RUSX	800426
RUSX	800428
RUSX	800429
RUSX	800432
RUSX	800433
RUSX	800435
RUSX	800444
RUSX	800446
RUSX	800447
RUSX	800448
RUSX	800449
RUSX	800450
RUSX	800454
RUSX	800459
RUSX	800460
RUSX	800465
RUSX	800466

RUSX	800467
RUSX	800469
RUSX	800470
RUSX	800473
RUSX	800476
RUSX	800478
TGOX	008766
TGOX	008770
UMP	001103
UMP	481138
UMP	482588
UMP	483167
UMP	483200
UMP	483232
UMP	483245
UMP	483650
UMP	487939
UMP	487953
UMP	488493
UMP	489322
UMP	489417
UMP	489418
UMP	489421
UMP	489458
UMP	489473
UMP	489489
UMP	489493
UMP	830005
UMP	830015
UMPX	006548
XTRX	044700
XTRX	044702
XTRX	044703
XTRX	044706

FURX	843120
FURX	843121
FURX	843122
FURX	843123
FURX	843124
FURX	843125
FURX	843126
FURX	843127
FURX	843128
FURX	843129
FURX	843130
FURX	843131
FURX	843132
FURX	843133
FURX	843134
FURX	843135
FURX	843136
FURX	843137
FURX	843139
FURX	843140
FURX	843141
FURX	843142
FURX	843143
FURX	843144
NDYX	515300
NDYX	515301
NDYX	515302
NDYX	515308
NDYX	515309
NDYX	515312
NDYX	515313
NDYX	515319
NDYX	515322
NDYX	515326
NDYX	515329
NDYX	515331
NDYX	515338
NDYX	515339
NDYX	515341
NDYX	515343

NDYX	515348
NDYX	515350
NDYX	515384
NDYX	515365
NDYX	515372
NDYX	515373
NDYX	516397
NDYX	516398
NDYX	516399
NDYX	516400
NDYX	516401
NDYX	516402
NDYX	516406
NDYX	516407
NDYX	516409
NDYX	516410
NDYX	516413
NDYX	516416
NDYX	516417
NDYX	516420
NDYX	516422
NDYX	516423
NDYX	516426
NDYX	516429
NDYX	516432
NDYX	516433
NDYX	516435
NDYX	516441
NDYX	516447
NDYX	516448